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UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

2004 SEP 30 A 11:33

ELV ASSOCIATES, INC.,)	U.S. DISTRICT COURT DISTRICT OF MASS.
)	
Plaintiff,)	
)	
v.)	Civil Action No. 04-10930-RGS
)	
PARK OFFICE PROPERTIES II, LLC,)	
)	
Defendant.)	
)	

STIPULATION OF DISMISSAL WITH PREJUDICE

Pursuant to Rule 41(a)(1)(ii) of the Massachusetts Rules of Civil Procedure, plaintiff ELV Associates, Inc. and defendant Park Office Properties II, LLC hereby stipulate and agree that this action be dismissed with prejudice and without costs or attorneys' fees awarded to any party, and with all rights of appeal being waived.

Respectfully submitted,

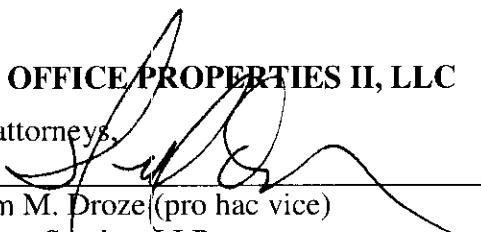
ELV ASSOCIATES, INC.

By its attorneys


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By its attorneys


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Dated: September 30, 2004